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ACCOUNT NO. : 072100000032

REFERENCE : 342288 7128096

AUTHORIZATION : *Patricia Pizub*

COST LIMIT : \$ 122.50

ORDER DATE : April 24, 1997

ORDER TIME : 10:28 AM

ORDER NO. : 342288-015

CUSTOMER NO: 7128096

300002153803--5

CUSTOMER: Don Moore, Esq
DON MOORE, P.A.

3242 Mary Street
Suite 312
Miami, FL 33133

DOMESTIC FILING

NAME: LANDFALL GP, INC.

EFFECTIVE DATE: APRIL 23, 1997

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS: _____

FILED
97 APR 24 PM 1:29
STATE
TALLAHASSEE FLORIDA

RECEIVED
97 APR 24 PM 12:22
DIVISION OF CORPORATION

10N APR 24 1997

EFFECTIVE DATE
4/23/97

**ARTICLES OF INCORPORATION
OF
LANDFALL GP, INC.**

(a Florida corporation)

FILED
97 APR 24 PM 1:29
SEC. OF STATE
TALLAHASSEE, FLORIDA

In compliance with Chapter 607 of the Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purposes of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (the "Corporation") is:

LANDFALL GP, INC.

ARTICLE II

PURPOSE

The purpose of the Corporation shall be to conduct any lawful activity.

ARTICLE III

EFFECTIVE DATE

The effective date of the filing of this Articles of Incorporation shall be 23 April 1997.

ARTICLE IV

PRINCIPAL ADDRESS

The address of the principal office of the Corporation is 1632 Pennsylvania Avenue, Suite 201, Miami Beach, Florida 33139.

ARTICLE V

CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to issue is 10,000, all of which shall be common stock, and which shall have a par value of \$.01 per share. All shares of the common stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon matters which shareholders have a right to vote.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be 1632 Pennsylvania Avenue, Suite 201, Miami Beach, Florida 33139. The initial registered agent for the Corporation at that address shall be Donald Pierce Moore.

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

Name	Address
Donald Pierce Moore	1632 Pennsylvania Avenue Suite 201 Miami Beach, Florida 33139

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 April 1997.


DONALD PIERCE MOORE

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, Donald Pierce Moore, hereby accept the appointment of him as the registered agent in the State of Florida for Landfall GP, Inc., a Florida corporation (the "Corporation"). The office and address to be used by the undersigned as the registered office for the Corporation shall be:

Landfall GP, Inc.
1632 Pennsylvania Avenue, Suite 201
Miami Beach, Florida 33139

Dated: 23 April 1997


Donald Pierce Moore

FILED
97 APR 24 PM 1:29
SEC. OF STATE
TALLAHASSEE, FLORIDA